

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

APPLICATION OF BELLSOUTH MOBILITY)	
INC. FOR APPROVAL OF TRANSFER OF)	
CONTROL OF DOMESTIC CELLULAR)	CASE NO. 92-421
TELECOMMUNICATIONS SERVICE TO THE)	
PUBLIC IN RURAL SERVICE AREA NO. 7)	
TO KENTUCKY CGSA, INC.)	

O R D E R

On September 30, 1992, BellSouth Mobility ("BMI") filed an application pursuant to KRS 278.020(4) requesting this Commission's approval to transfer its ownership, assets or control of assets involved in providing cellular radio telecommunications service to the public in Kentucky Rural Service Area No. 7 ("RSA No. 7") to Kentucky CGSA, Inc. ("Kentucky CGSA").

BMI is a Georgia Corporation authorized to provide mobile cellular telecommunications service in RSA No. 7 pursuant to the February 15, 1992 Order of this Commission.¹

Kentucky CGSA (formerly known as Louisville CGSA, inc.) is a Georgia Corporation, wholly-owned by BMI, authorized to provide mobile cellular telecommunications service in the Louisville MSA

¹ Case No. 90-404, Application of BellSouth Mobility, Inc. for Issuance of a Certificate of Public Convenience and Necessity to Construct a Cell Site in Shelbyville, Kentucky for the Provision of Domestic Public Cellular Radio Telecommunications Service to the Public in Shelby County, Kentucky.

pursuant to the July 20, 1984 Order of this Commission.² The Commission determined in that case that Kentucky CGSA possesses the financial, technical, and managerial abilities to provide reasonable service to the public.

On February 15, 1991, BMI applied to the Federal Communications Commission ("FCC") for permission to assign the assets and license to operate in RSA No. 7 to Kentucky CGSA. A consent to assignment of this license was issued by the FCC on March 5, 1991. BMI and Kentucky CGSA submit that the proposed transaction will be transparent to customers in RSA No. 7 since Kentucky CGSA will continue to provide service under BMI's current rates and conditions of service in accordance with its tariff on file with this Commission. Kentucky CGSA filed an adoption notice which is contained in this application as Exhibit D.

Pursuant to KRS 278.020(4), persons under the jurisdiction of the Commission are required to receive approval prior to the acquisition or transfer of ownership or control of a utility. KRS 278.020(5) prohibits any entity from acquiring control of a utility under the jurisdiction of this Commission without prior approval.

The Commission finds that KRS 278.020(4) and (5) are applicable to the proposed transaction because the assets and control of BMI, a jurisdictional utility, are being transferred to and acquired by Kentucky CGSA, also a jurisdictional utility. The

² Case No. 9048, The Application of Kentucky CGSA, Inc. for the Issuance of a Certificate of Public Convenience and Necessity to Provide a New Domestic Public Cellular Radio Telecommunications Service to the Public in the Greater Louisville Metropolitan Area.

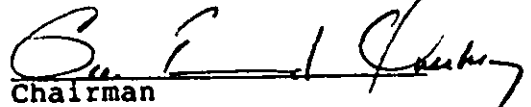
Commission further finds that the proposed transfer is for a proper purpose consistent with the requirements of KRS 278.020(4) and (5) and the public interest and should therefore be approved. Kentucky CGSA has demonstrated in this application and in Case No. 9048 that it has the financial, technical, and managerial abilities to provide reasonable service to the public.

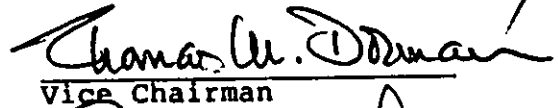
IT IS THEREFORE ORDERED that:

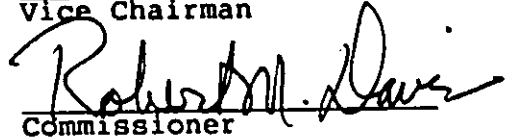
1. The proposed transfer be and is hereby approved.
2. Within 30 days of the closing of the proposed transfer, the parties shall give notice to the Commission.
3. Within 20 days of the date of this Order, the parties shall file an organization chart showing the corporate structure and affiliates of each of its Kentucky operations.
4. Within 20 days of the date of this Order, the parties shall file the complete corporate name and business name of each of its Kentucky operations reflecting the restructuring.
5. Within 10 days of the closing of the proposed transfer, Kentucky CGSA shall file under its own name the rules, regulations, and rate schedules of EMI.

Done at Frankfort, Kentucky, this 1st day of December, 1992.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:


Executive Director